

BEST AVAILABLE COPY

FAIR WIND SECRETARIAL SERVICES LIMITED

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04036955

Your Ref:

Our Ref: S/5411/89 LTO/sl

9th September, 2004

Securities and Exchange Commission,
Division of Corporate Finance,
Office of International Corporate Finance,
Room 3045 (Stop 3-4),
450 Fifth Street,
Washington, D.C.20549,
United States of America.

PROCESSED

SEP 22 2004

THOMSON
FINANCIAL

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2004 SEP 20 A 10:02
OFFICE OF INTERNATIONAL
CORPORATE FINANCE

Ladies and Gentlemen,

Re: Starlight International Holdings Limited
("the Company")
Rule 12g3-2(b) Exemption
File No.82-3594

Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of the Company, enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on January 11, 1994.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2827 4748 in Hong Kong if you have any questions.

Thank you for your attention.

Yours faithfully,
For and on behalf of
FAIR WIND SECRETARIAL SERVICES
LIMITED

LO Tai On
Director

Enc.
c.c. the Company

22w 9/20

Annex A to Letter to the SEC
dated 9th September, 2004 of
Starlight International Holdings Limited

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on January 11, 1994:-

DESCRIPTION OF DOCUMENT

1. Title : Notification of Repurchases of Company's Shares
Date : 13th August, 2004
16th August, 2004
17th August, 2004

Entities requiring item: HKSE pursuant to Exchange Listing Agreement.

2. Title : Notification of movement of securities in Hong Kong
Date : 31st August, 2004

Entities requiring item: HKSE pursuant to Exchange Listing Agreement; and



香港交易所

FF010M
Appendix 5

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**FORM OF SHARE BUYBACK REPORT TO THE STOCK EXCHANGE
OF HONG KONG LIMITED ("THE EXCHANGE")**

FORM G

Case Number: _____

By Fax/Hand

To: The Head of the Listing Division
The Listing Division
The Stock Exchange of Hong Kong Limited

Date: 17th August, 2004

Dear Sir,

Name of Company: Starlight International Holdings Limited (Stock Code : 0485)

Description of Securities: Ordinary Shares

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	HKD	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
17th August, 2004	150,000	on the Exchange	0.8000	0.8000	120,000.00

Total	<u>150,000</u>	<u>120,000.00</u>
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B. Additional Information for company's whose primary listing is on the Exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 1,217,500

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

2. % of previous months turnover acquired this month to date 1.993 %

((a) x 100)

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 1,217,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
757,219,982 0.161 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 28 July 2003 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Signed 

Name:
Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited



香港交易所

FF010M
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We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	HKD		
			<u>Price per Share or Highest Price Paid \$</u>	<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
16th August, 2004	770,000	on the Exchange	0.8000	0.7900	608,500

Total	<u>770,000</u>	<u>608,500.00</u>
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B. Additional Information for company's whose primary listing is on the Exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 1,067,500

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

2. % of previous months turnover acquired this month to date 1.747 %

((a) x 100)

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 1,067,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
757,219,982 0.141 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 28 July 2003 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully


Signed _____

Name:
Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited



THE STOCK EXCHANGE OF HONG KONG LIMITED
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To: The Head of the Listing Division
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Date: 13th August, 2004

Dear Sir,

Name of Company: **Starlight International Holdings Limited (Stock Code : 0485)**

Description of Securities: **Ordinary Shares**

A. Purchase Report

We hereby report the following purchases by our company of the above securities.

<u>Trading Day/Date</u>	<u>Number of Securities Purchased</u>	<u>Method of Purchase*</u>	<u>Price per Share or Highest Price Paid \$</u>	HKD	
				<u>Lowest Price Paid \$</u>	<u>Total Paid \$</u>
13th August, 2004	297,500	on the Exchange	0.8000	0.7900	235,425.00

Total	297,500	235,425.00
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B. Additional Information for company's whose primary listing is on the Exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 297,500

* Either on the Exchange, on another stock exchange (stating the name of the exchange), by private arrangement or by general offer.

2. % of previous months turnover acquired this month to date 0.487 %

((a) x 100)
61,095,014

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

3. Number of such securities purchased on the Exchange in the year to date (since ordinary resolution) (b) 297,500
4. % of issued share capital at time ordinary resolution passed acquired on the Exchange since date of resolution
- ((b) x 100)
757,219,982 0.039 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities" and that there have been no material changes to the particulars contained in the Explanatory Statement dated 28 July 2003 which has been filed with the Exchange. We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

C. Additional Information for company's whose primary listing is on another stock exchange

1. Total number of such securities purchased on the Exchange in the month to date (including those reported in A above) (a) 0
2. % of previous months turnover acquired this month to date
- ((a) x 100)
previous months turnover on the Exchange 0.000 %

We hereby confirm that the purchases set out in A above which were made on the Exchange were made in accordance with the listing rules of the Exchange entitled "Rules Governing the Listing of Securities". We also confirm that any purchases set out in A above which were made on another stock exchange were made in accordance with the domestic rules applying to purchases made on that other exchange.

Yours faithfully

Signed

Name:

Lau Sak Hong
for and on behalf of
Starlight International Holdings Limited

FORM I

Monthly Return on Movement of Listed Equity Securities
for the month ended 31st August, 2004

TO: The Research & Planning Department of The Stock Exchange of
Hong Kong Limited

From: Starlight International Holdings Limited
(Name of Company)

Mr. Peter LEE Yip Wah Tel No.: 2827 1778
(Name of Responsible Official)

Date: 9th September, 2004

(A) Information of Types of Listed Equity Securities:
(please tick wherever applicable)

- | | | | |
|----------------------------|---|-------------------------------------|-----------------------|
| 1. Ordinary shares | : | <input checked="" type="checkbox"/> | 2. Preference shares: |
| 3. Other classes of shares | : | | please specify: _____ |
| 4. Warrants | : | | please specify: _____ |

Movement in Authorised Share Capital:

	<u>No. of Ordinary shares/Preference shares/other classes of shares</u>	<u>Par Value (HK\$)</u>	<u>Authorised Share Capital (HK\$)</u>
Balance at close of preceding month:	1,250,000,000	\$0.40	\$500,000,000
Increase/(Decrease) during the month (after Board/Shareholders' Meeting approval date):	Nil	Nil	Nil
Balance at close of the month:	1,250,000,000	\$0.40	\$500,000,000

Movement in Issued Share Capital:

	<u>No. of Ordinary shares</u>	<u>No. of Preference shares</u>	<u>No. of other classes of shares</u>
Balance at close of preceding month:	762,675,614	Nil	Nil
Increase/(Decrease) during the month:	(1,217,500)	Nil	Nil
Balance at close of the month:	761,458,114	Nil	Nil

(D) Details of Movement:

* please delete and insert "N/A" wherever inapplicable

TYPE OF SECURITIES	SECURITIES IN ISSUE AT CLOSE OF PRECEDING MONTH	MOVEMENT DURING THE MONTH			SECURITIES IN ISSUE AT CLOSE OF THE MONTH	IN NO. OF NEW SHARES ARISING THEREFROM
		Granted	Exercised	Cancelled		
SHARE OPTIONS*	No. of Options				No. of Options	
1. Employee share option scheme adopted on 7th April, 1997 Exercise price: HK\$0.40	0	Nil	Nil	Nil	0	
2. Employee share option scheme adopted on 12th September, 2002 Exercise price: HK\$0.40 Exercise price: HK\$0.86 Exercise price: HK\$0.808	6,700,500 15,144,000 0	Nil Nil 3,000,000	Nil Nil Nil	Nil Nil Nil	6,700,500 15,144,000 3,000,000	
WARRANTS*	Nominal Value (HK\$)	Exercised (HK\$)			Nominal Value (HK\$)	
Date of Expiry						
1. Subscription price HK\$ _____						
2. Subscription price HK\$ _____						

VERTIBLES*	Units	Converted (Units)	Units
<u>vertibles Notes</u> vertible price: HK\$ _____	N/A	N/A	N/A
OTHER ISSUES OF SHARES* s Issue ng s Issue Dividend urchase of share nption of share deration issue s (Please specify)	Price: Price: Price: Price:	Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Issue and allotment Date: Cancellation Date: August 13, 16 & 17, 2004 (as per board resolutions passed) Redemption Date: Issue and allotment Date: Issue and allotment Date:	(1,217,500)
Total No. of ordinary shares/preference shares/other classes of shares increased/(decreased) during the month:			
			(1,217,500)

arks:

Authorised Signatory:



Name: Peter Ip Wah

Title: Secretary

Information contained in this form may be reproduced and provided to other information vendors or users of market data at the sole discretion of the Exchange without prior notification to the company/issuer.

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